

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: JP MORGAN CHASE & CO.
SHAREHOLDER DERIVATIVE
LITIGATION

This document relates to:

ALL ACTIONS

Master File No. 08 Civ. 974 (DLC)

DECLARATION OF ALFRED G. YATES, JR.

I, Alfred G. Yates, Jr., declare as follows:

1. I am over the age of 18 years. I have personal knowledge of the facts contained in this declaration.

2. I am an attorney who has had both an attorney-client relationship and friendship with the representative plaintiff in this action, Robert L. Garber.

3. I have not, nor will I in the future, receive payment or compensation of any kind for participation in this litigation.

4. I do not have an agreement with anyone to be compensated for any participation in this litigation.

5. I have conferred with Deborah Clark-Weintraub, an attorney with the law firm of Whatley Drake & Kallas, LLC, who represents Mr. Garber in this action.

6. I informed Ms. Clark-Weintraub that I have not received, nor will I receive in the future, any compensation for participation in this litigation.

7. I declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Signed this 21st day of August 21, 2008

Alfred G. Yates, Jr.

CERTIFICATE OF SERVICE

I, Deborah Clark-Weintraub, hereby certify that on August 22, 2008, I caused a true and correct copy of the foregoing Declaration of Alfred G. Yates, Jr. to be served upon the following counsel via the Court's CM/ECF system:

SULLIVAN & CROMWELL LLP
Sharon L. Nelles
Gerald L. Black, Jr.
125 Broad Street
New York, NY 10004-2498
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

/s/ Deborah Clark-Weintraub
Deborah Clark-Weintraub